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LAW OFFICES OF
BARRY R. HILLMYER, P.A.
ATTORNEY & COUNSELLOR AT LAW

2135 COTTAGE STREET
POST OFFICE BOX 960
FORT MYERS, FL 33902
(941) 334-0600
FAX 334-7392

August 22, 1996

Corporate Records Bureau
Corporations Division
Department Of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: FABRICATION PRODUCTION MANAGEMENT, INC./
FABRICATION PRODUCTION MANAGEMENT, L.C.

Gentlemen:

With reference to the above, enclosed please find the following:

1. Articles of Dissolution
2. Letter Consenting to Use of Corporate Name
3. Articles of Organization (original and copy)
2. Our check in the amount of \$347.50, to cover the following:

Filing Dissolution:	35.00
Articles of Organization:	225.00
Designation of Registered Agent:	35.00
Certified Copy:	<u>52.50</u>

TOTAL AMOUNT: \$347.50

Please file these documents and forward certified copy of Articles Of Organization to the undersigned.

25.00 - F.F.

Very truly yours,

Barry R. Hillmyer

BRH/lac
Encs.

PMC
9.6.96

RECEIVED
SEP 26 AM 9:00
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 8, 1996

BARRY R. HILLMYER, P.A.
P.O. BOX 960
FORT MYERS, FL 33902

SUBJECT: FABRICATION PRODUCTION MANAGEMENT, L.C.
Ref. Number: W96000018721

We have received your document for FABRICATION PRODUCTION MANAGEMENT, L.C. and your check(s) totaling \$312.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$25.00.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996A00041775

LAW OFFICES OF
BARRY R. HILLMYER, P.A.
ATTORNEY & COUNSELLOR AT LAW

2135 COTTAGE STREET
POST OFFICE BOX 900
FORT MYERS, FL 33902
(941) 334-0000
FAX 334-7302

September 18, 1996

Corporate Records Bureau
Corporations Division
Department Of State
Post Office Box 6327
Tallahassee, Florida 32314

ATT: Doris McDuffie
Corporate Specialist Supervisor

RE: Letter Number: 996A00041775
FABRICATION PRODUCTION MANAGEMENT, INC./
FABRICATION PRODUCTION MANAGEMENT, L.C.

Dear Ms. McDuffie:

Pursuant to your instructions, enclosed please find original and copy of Articles of Organization containing the Acceptance by Registered Agent and the additional \$25.00 which you requested, together with Letter Consenting to Use of Corporate Name. Please file and return certified copy of Articles or Organization to the undersigned.

Thank you for your consideration in this regard.

Very truly yours,

Barry R. Hillmyer

BRH/lac
Encls.

LETTER CONSENTING TO USE OF CORPORATE NAME

TO: SECRETARY OF STATE
STATE OF FLORIDA

RE: FABRICATION PRODUCTION MANAGEMENT, INC.
#P96000059921

The undersigned, as President and Director of FABRICATION PRODUCTION MANAGEMENT, INC., a corporation licensed in the State of Florida and having filed Articles of Dissolution does hereby grant permission and approves the filing of Articles of Incorporation for the following corporation:

FABRICATION PRODUCTION MANAGEMENT, L.C.

I understand that this approval is necessary due to the similarity of the names.

FABRICATION PRODUCTION MANAGEMENT, INC.

By: Joachim Potthoff
President/Director

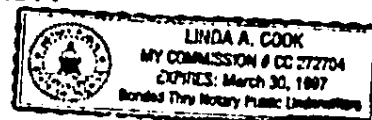
Subscribed and acknowledged before me by the said JOACHIM POTTHOFF, President/Director of FABRICATION PRODUCTION MANAGEMENT, INC., who is personally known to me, or who produced Florida Passport #170245710 as identification, and who did/did not take an oath, and subscribed and sworn to before me by the said witnesses on the 22nd day of June, 1996.

Linda A. Cook
Notary Public

LINDA A. COOK

Printed name of Notary

Commission No.:



ARTICLES OF ORGANIZATION
OF
FABRICATION PRODUCTION MANAGEMENT, L.C.

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FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company shall be
FABRICATION PRODUCTION MANAGEMENT, L.C.

ARTICLE II
DURATION

This Limited Liability Company shall exist for a period of
thirty (30) years commencing on the day of filing of these Articles
in the offices of the Secretary of State.

ARTICLE III
PURPOSE

This Limited Liability Company is created for the purpose of
transacting the investment business, and such other business as may
be agreed by the members.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business of this Limited
Liability Company shall be 5347 Delmonte Court, Cape Coral, Florida
33904, and such other place or places as the members from time to
time may determine.

The initial Registered Agent of Limited Liability Company
shall be RALPH DIETZ, 5347 Delmonte Court, Cape Coral, Florida
33904.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of One Thousand (\$1,000.00) which will be contributed by members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
Joachim Potthoff	1922 SE 10th Place Cape Coral, FL 33904	\$500.00
Gerhard Borovnik	1327 SE 17th Street Cape Coral, FL 33904	\$500.00

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI
MANAGEMENT OF BUSINESS

Except as otherwise provided in these Articles of Organization, all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

ARTICLE VII
REGULATIONS

At the time of executing these Articles of Organization, the members of the Limited Liability Company shall adopt regulations containing all provisions of the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal those regulations shall be vested in all the members of this company.

ARTICLE VIII PROPERTY

Real or personal property originally brought into or transferred to the company or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member by majority in interest of all members at any time after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

ARTICLE V TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member.

Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of F.S. 608.432.

ARTICLE XI PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

ARTICLE XII ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a simple majority of the members.

ARTICLE XIII(A) WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days'

notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

ARTICLE XIII(B)
EXPULSION OF MEMBER(S)

a) Grounds for Expulsion. any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles.

(5) The making of an assignment for the benefit of Creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such

act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability.

b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

ARTICLE XIV DISSOLUTION, WINDING UP, LIQUIDATION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members by a simple majority give their written consent to the continuance of the company:

(1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.

(2) Withdrawal, retirement or expulsion of a member.

(3) Death, disability or bankruptcy of a member.

(4) Unanimous written consent of the members.

b) Right to Continue Business. The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) Payment if Limited Liability Company is Continued. If the

remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) Value of Member's Interest. The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution, to his subsequent capital contributions.

e) Winding Up and Liquidation. On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing the creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

ARTICLE XV NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company

pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI
AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization as of Aug 22, 1996.

Linda A Cook

Joachim Potthoff
Joachim Potthoff

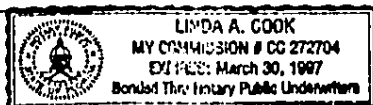
STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 22nd day of Aug., 1996, before me, an officer duly qualified to take acknowledgments, personally appeared JOACHIM POTTHOFF, who has produced German Passport No. 4170036710 as identification, who executed the foregoing instrument, and who acknowledged before me that he executed the same, and who did not take an oath.

Linda A Cook
Notary Public
LINDA A. COOK

Printed Name

My Commission Expires:



STATE OF FLORIDA)
COUNTY OF LEE)

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BEFORE ME, the undersigned authority, appeared today, JOACHIM POTTHOFF, who is personally known to me, and who, after having been duly sworn, deposes and says:

1. My name is JOACHIM POTTHOFF; my address is 1922 SE 10th Place, Cape Coral, Florida 33904.

2. I make this affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company FABRICATION PRODUCTION MANAGEMENT, L.C. and declare:

(a) The Limited Liability Company FABRICATION PRODUCTION MANAGEMENT, L.C., will have no less than two members, namely JOACHIM POTTHOFF and GERHARD BOROVNIK, as joint tenants with the right of survivorship;

(b) The actual amount of cash contribution is \$1,000.00 (One Thousand Dollars);

(c) The potential total amount of cash and property anticipated to be contributed cannot be estimated at this time.

3. I sign this Affidavit as the member owning one-half interest in the company.

FURTHER AFFIANT SAITH NOT.


Joachim Potthoff

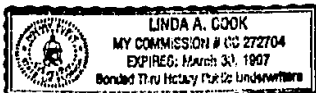
SWORN to and subscribed before me this 22nd day of Aug, 1996.


Notary Public

LINDA A. COOK

My Commission Expires:

Printed Name



ACCEPTANCE BY REGISTERED AGENT

96 SEP 23 1112:55

I heroby am familiar with and accept the duties and
responsibilities as registered agent for said corporation .



Ralph Diote